

**ARTICLES OF INCORPORATION
OF
BILLINGS TOURISM BUSINESS IMPROVEMENT DISTRICT**

The undersigned, for the purpose of forming a non-profit corporation under the Montana Non-Profit Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME**

The name of this corporation is **BILLINGS TOURISM BUSINESS IMPROVEMENT DISTRICT.**

**ARTICLE II
DURATION**

The period of duration of this corporation shall be perpetual.

**ARTICLE III
PURPOSE**

This corporation is organized exclusively as a public benefit corporation for non-profit purposes to promote and market Billings, Montana and to promote tourism, conventions, trade shows and travel to the City of Billings, Montana. To the extent not inconsistent with this purpose, the corporation shall be dedicated to promotion of the health, safety, prosperity, security, and general welfare of the general public of the City of Billings, Montana, and will convey a special benefit to the lodging businesses in the City of Billings within the boundaries of the Tourism Business Improvement District No. 0002 of the City of Billings, Montana.

**ARTICLE IV
POWERS**

The corporation, subject to any specific written limitations or restrictions imposed by the Montana Nonprofit Corporation Act or by these Articles of Incorporation, shall have and exercise all the powers specified in said Act or any future non-profit corporation law, and any other powers by law permitted to, or not denied to, corporations organized under said Act.

**ARTICLE V
MEMBERS**

The corporation shall not have members.

ARTICLE VI
EARNINGS AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE VII
DIRECTORS

The number of directors constituting the Board of Directors of the corporation shall be not less than five (5) or more than seven (7) owners of property, or their assignees, within the Tourism Business Improvement District No. 0002 of the City of Billings, Montana. The initial Board of Directors shall consist of the following individuals:

Chris Ervin
1203 North 27th Street
Billings MT 59101

Erin Kennedy
5610 South Frontage Road
Billings MT 59101

Chris Walters
939 South 25th Street West
Billings MT 59101

Cheri Milne
5500 Midland Road
Billings MT 59101

Steve Wahrlich
2511 1st Ave North
Billings MT 59101

Shelli Mann
242 East Airport Road
Billings MT 59105

Chris Johnson
27 North 27th Street
Billings MT 59101

ARTICLE VIII
DIRECTOR LIABILITY

A director of the corporation shall not be liable to the corporation for monetary damages for breach of a director's duties to the corporation except for, (a) breach of the director's duty of loyalty to the corporation; (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law, (c) transactions from which a director derived an improper personal economic benefit or (d) conflict of interest transactions, loans to or guarantees for directors and officers, or unlawful distributions.

ARTICLE IX
REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is:

815 South 27th Street
Billings, MT 59101

The name of the Registered Agent of the Corporation in Montana whose business office is at such address is:

John Brewer

Signature of Registered Agent: _____

ARTICLE X
DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated for the same or similar purposes as this corporation, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the State District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is:

Jeffery A. Hunnes, Esq.
10 North 27th Street, Ste. 100
Billings, MT 59101

Dated this 6th day of December, 2007.

Chris Ervin

Erin Kennedy

Chris Walters

Cheri Milne

Chris Johnson

Steve Wahrlich

Shelli Mann

Jeffery A. Hunnes, Incorporator